

FORM B1**United States Bankruptcy Court
Southern District of New York****Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle):

EREC Subsidiary V, LLC

Name of Joint Debtor (Spouse) (Last, First, Middle):

All Other Names used by the Debtor in the last 6 years
(include married, maiden, and trade names):**N/A**All Other Names used by the Joint Debtor in the last 6 years
(include married, maiden, and trade names):

Soc. Sec./Tax I.D. No. (if more than one, state all):

09-9999999 (Pending)

Soc. Sec./Tax I.D. No. (if more than one, state all):

Street Address of Debtor (No. & Street, Citv. State & Zip Code):

**444 S. Flower Street, Suite 4545
Los Angeles, CA 90071-2946**

Street Address of Joint Debtor (No. & Street, Citv. State & Zip Code):

County of Residence or of the Principal Place of Business:

Los Angeles County, California

County of Residence or of the Principal Place of Business:

Mailing Address of Debtor (if different from street address):

N/A

Mailing Address of Joint Debtor (if different from street address):

Location of Principal Assets of Business Debtor
(if different from street address above):**Principal assets are located at the above address.****Information Regarding the Debtor (Check the Applicable Boxes)****Venue** (Check any applicable box)

- ☐ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.
- ☒ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Type of Debtor (Check all boxes that apply)

- ☐ Individual(s) ☐ Railroad
- ☐ Corporation ☐ Stockbroker
- ☐ Partnership ☐ Commodity Broker
- ☒ Other – Limited Liability Company

**Chapter or Section of Bankruptcy Code Under Which
the Petition is Filed** (Check one box)

- ☐ Chapter 7 ☒ Chapter 11 ☐ Chapter 13
- ☐ Chapter 9 ☐ Chapter 12
- ☐ Sec. 304 - Case ancillary to foreign proceeding

Nature of Debts (Check one box)

- ☐ Consumer/Non-Business ☒ Business

Chapter 11 Small Business (Check all boxes that apply)

- ☐ Debtor is a small business as defined in 11 U.S.C. § 101
- ☐ Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (Optional)

Filing Fee (Check one box)

- ☒ Full Filing Fee attached
- ☐ Filing Fee to be paid in installments (Applicable to individuals only)
Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3.

Statistical/Administrative Information (Estimates only)

- ☒ Debtor estimates that funds will be available for distribution to unsecured creditors.
- ☐ Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

THIS SPACE IS FOR COURT USE ONLY

Estimated Number of Creditors	1-15	16-49	50-99	100-199	200-999	1000-over
	<input checked="" type="checkbox"/> (NONE)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Estimated Assets (as of February 19, 2002)

\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Estimated Debts (as of February 19, 2002)

\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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WEIL, GOTSHAL & MANGES LLP
Attorneys For The Debtors
767 Fifth Avenue
New York, New York 10153
(212) 310-8000
Martin J. Bienenstock (MB 3001)
Brian S. Rosen (BR 0571)

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
	:
In re	:
	:
EREC SUBSIDIARY V, LLC,	:
	:
Debtor.	:
-----X	

Chapter 11 Case No.
02-_____ (AJG)

EXHIBIT "A" TO VOLUNTARY PETITION

1. If any of debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, provide SEC file number: N/A
2. The following financial data is the latest available information and refers to the debtor's financial condition on February 19, 2001.
 - (a) Total Assets \$ _____ -0-
 - (b) Total Debts (including debts listed in 2.c. below) \$ _____ -0-¹
 - (c) Debt securities held by more than 500 holders: _____ -0-
 - (d) Number of shares of preferred stock _____ N/A
 - (e) Number of shares of common stock _____ N/A

Comments, if any:

3. Brief description of debtor's business:

EREC Subsidiary V, LLC ("EREC Sub. V") was formed to consolidate the assets of certain U.S. affiliates for federal tax purposes.

¹ This amount does not reflect off-balance sheet and contingent obligations.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of the debtor:

(a)	Enron Renewable Energy Corp.	100% Membership Interest
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ATTACHMENT A TO VOLUNTARY PETITION
PENDING BANKRUPTCIES FILED BY AFFILIATES

On December 2, 2001, or as noted below, each of the Enron Corp.'s affiliated entities listed below filed in this Court a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"):

DEBTOR:	CASE NO.	DATE FILED
1. Enron Metals & Commodity	01-16033	12/2/2001
2. Enron Corp.	01-16034	12/2/2001
3. Enron North America Corp.	01-16035	12/2/2001
4. Enron Power Marketing, Inc.	01-16036	12/2/2001
5. PBOG Corp.	01-16037	12/2/2001
6. Smith Street Land Company	01-16038	12/2/2001
7. Enron Broadband Services, Inc.	01-16039	12/2/2001
8. Enron Energy Services Operations, Inc.	01-16040	12/2/2001
9. Enron Energy Marketing Corp.	01-16041	12/2/2001
10. Enron Energy Services, Inc.	01-16042	12/2/2001
11. Enron Energy Services L.L.C.	01-16043	12/2/2001
12. Enron Transportation Services Company	01-16044	12/2/2001
13. BAM Lease Company	01-16045	12/2/2001
14. ENA Asset Holdings, L.P.	01-16046	12/2/2001
15. Enron Gas Liquids, Inc.	01-16048	12/3/2001
16. Enron Global Markets LLC	01-16076	12/4/2001
17. Enron Net Works L.L.C.	01-16078	12/4/2001
18. Enron Industrial Markets LLC	01-16080	12/4/2001
19. Operational Energy Corp.	01-16109	12/6/2001
20. Enron Engineering & Construction Company	01-16110	12/6/2001
21. Enron Engineering and Operational Services Company	01-16111	12/6/2001
22. Garden State Paper Company, LLC	01-16280	12/17/2001
23. Palm Beach Development Company, L.L.C.	01-16319	12/18/2001
24. Tenant Services, Inc.	01-16428	12/20/2001
25. Enron Energy Information Solutions, Inc.	01-16429	12/21/2001
26. EESO Merchant Investments, Inc.	01-16430	12/21/2001
27. Enron Federal Solutions, Inc.	01-16431	12/21/2001
28. Enron Freight Markets Corp.	01-16467	12/21/2001
29. Enron Broadband Services, L.P.	01-16483	12/24/2001
30. Enron Energy Services North America, Inc.	02-10007	1/2/2002
31. Enron LNG Marketing LLC	02-10038	1/4/2002
32. Calypso Pipeline, LLC	02-10059	1/7/2002
33. Enron Global LNG LLC	02-10060	1/7/2002
34. Enron International Fuel Management Company	02-10061	1/7/2002
35. Enron Natural Gas Marketing Corp.	02-10132	1/11/2002
36. ENA Upstream Company LLC	02-10232	1/17/2002
37. Enron Liquid Fuels, Inc.	02-10252	1/18/2002
38. Enron LNG Shipping Company	02-10346	1/24/2002
39. Enron Property & Services Corp.	02-10464	2/1/2002
40. Enron Capital & Trade Resources International Corp.	02-10613	2/11/2002
41. Enron Communications Leasing Corp.	02-10632	2/12/2002

On December 3, 2001, the initial Debtor entities collectively filed a motion seeking entry of an order jointly administering and consolidating for administrative purposes only these chapter 11 cases. Such order was entered by the Court on December 3, 2001.

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
	:
In re	:
	:
EREC SUBSIDIARY V, LLC,	:
	:
Debtor.	:
-----X	

Chapter 11 Case No.
02-_____ (AJG)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is a list of the Debtor's creditors holding the 20 largest unsecured claims. The list has been prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this Chapter 11 case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. The list also does not include holders of contingent or unliquidated claims, claims held by any of the Debtor's employees, or intercompany claims.

The claim amounts are as of February 19, 2002.

	(1)	(2)	(3)	(4)	(5)
	<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code of employee, agent or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>Amount of claim [if secured also state value of security]</i>
1.	Not Applicable				
2.					
3.					
4.					
5.					
6.					
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11.					
12.					
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19.					

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION**

I, the undersigned authorized agent of the corporation named as the Debtor in this case, declare under penalty of perjury that I have read the foregoing "List of Creditors Holding 20 Largest Unsecured Claims" and that it is true and correct to the best of my knowledge, information and belief.

Dated: February 20, 2002

EREC SUBSIDIARY V, LLC

By: /s/ Adam S. Umanoff

Name: Adam S. Umanoff

Title: President & Chief Executive Officer

UNANIMOUS WRITTEN CONSENT
OF THE
BOARD OF DIRECTORS
OF
ENRON RENEWABLE ENERGY CORP.

THE UNDERSIGNED, being all of the members of the Board of Directors of Enron Renewable Energy Corp., a Delaware corporation (the "Corporation"), pursuant to Section 141(f) of the Delaware General Corporation Law, do hereby waive notice of meeting and consent to the adoption of the following resolutions in lieu of a special meeting of the Directors of the Corporation and authorize the taking of all actions specified therein.

This written consent may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together shall constitute one instrument. Each counterpart may consist of a number of copies each signed by less than all, but together signed by all, the parties hereto.

WHEREAS, the directors of the Corporation have determined to establish six (6) single member limited liability companies, with the Corporation as the sole member thereof, under the laws of the State of California (the "LLCs"), with the names and other characteristics of the LLCs being determined by any Authorized Officer (as defined below);

WHEREAS, the directors of the Corporation have determined that the Corporation, in its capacity as the sole member of each of the LLCs, will cause the LLCs to file petitions under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), as more fully herein described.

NOW THEREFORE BE IT RESOLVED, that the LLCs are hereby authorized to file petitions seeking relief under the provisions of the Bankruptcy Code;

RESOLVED, that the president and each vice president of the Corporation and each other authorized officer of the Corporation (each, an "Authorized Officer") are, and each of them is, hereby authorized and empowered on behalf of, and in the name of, the Corporation, in its capacity as sole member of each of the LLCs, to execute and verify or certify a petition under chapter 11 of the

Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York at such time as said officer executing the same shall determine;

RESOLVED, that each of the Authorized Officers, and such other officers of the Corporation as any of the Authorized Officers shall from time to time designate, be, and they hereby are, authorized and empowered on behalf of, and in the name of, the Corporation, in its capacity as sole member of each of the LLCs, to execute and file all petitions, schedules, lists and other papers and to take any and all action that any of the Authorized Officers may deem necessary or proper in connection with the chapter 11 case;

RESOLVED, that each of the Authorized Officers, and such other officers of the Corporation as any of the Authorized Officers shall from time to time designate, be, and they hereby are, authorized and empowered on behalf of, and in the name of, the Corporation, in its capacity as sole member of each of the LLCs, to execute any and all plans under chapter 11 of the Bankruptcy Code, including any and all modifications, supplements, and amendments thereto, in such form and containing such terms as the Board of Directors shall hereafter approve, and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York at such time as said officer executing the same shall determine;

RESOLVED, that the law firm of Weil, Gotshal & Manges LLP, with principal offices at 767 Fifth Avenue, New York, New York 10153, and regional offices at, among others, 700 Louisiana, Suite 1600, Houston, Texas 77002, and 100 Crescent Court, Suite 1300, Dallas, Texas 75201, be employed as attorney for the LLCs in the LLCs' chapter 11 cases under a general retainer;

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and empowered on behalf of, and in the name of, the Corporation, in its capacity as sole member of each of the LLCs, to retain and employ other attorneys, investment bankers, accountants, and other professionals to assist in the LLCs' chapter 11 cases on such terms as such Authorized Officer deems necessary or proper;

RESOLVED, that other Authorized Officers be, and hereby are, authorized to execute, or join in the execution of, documents and agreements on behalf of the Corporation, in its capacity as sole member of each of the LLCs, to attest or deliver certificates on behalf of the Corporation, in its capacity as sole member of each of the LLCs, or to take such additional action on behalf of the Corporation, in its capacity as sole member of each of the LLCs, as the Authorized Officers have deemed appropriate relating to any such document that the Authorized Officers have been authorized to execute on behalf of the

Corporation, in its capacity as sole member of each of the LLCs, pursuant to the foregoing resolutions; and

RESOLVED, that the authority given hereunder shall be deemed retroactive and any and all acts relating to the foregoing resolutions performed prior to the passage of the foregoing resolutions by any of the directors or officers of the Corporation, be and hereby are, ratified, confirmed and approved in all respects.

IN WITNESS WHEREOF, the undersigned directors have executed this
Unanimous Written Consent as of the 20th day of February, 2002.

/s/ Robert H. Walls, Jr.

Robert H. Walls, Jr.

/s/ Stanley C. Horton

Stanley C. Horton